

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT
TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE T. M. Marras Secretary of State DIVISION OF CORPORATIONS
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NEW
PARTNERSHIP
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 13 AM 8:17

1. Name of Limited Partnership	1a. DOCUMENT # B97000000183
DANCING BEAR Partners LIMITED PARTNERSHIP	

Mailing Address 33 NORTH GARDEN AVENUE, SUITE 750 CLEARWATER FL 34615	Principal Office Address 33 NORTH GARDEN AVENUE, SUITE 750 CLEARWATER FL 34615
2. Mailing Address	2a. Principal Office Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 4/1/97	5a. Capital Contributions as Shown on record. 200,000,000.00
3a. Date of Last Report NONE	5b. Amount of Capital Contributions in FLORIDA to date: 1,800,000
4. State or Country of Formation DE	6. FFI Number 59-3931325 <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent ROLLACK, RONALD J BRANDON MARION 33 NORTH GARDEN AVENUE, SUITE 750 CLEARWATER FL 34615	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 700002446477--1 Suite, Apt. #, etc. -03/04/98--01021--007 City ****541.25 Zip Code FL
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) Brandon Marion DATE 2/11/98

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
BULLDOG CAPITAL MANAGEMENT,	33 NORTH GARDEN AVENUE	CLEARWATER FL 34615	B98000000008
BK 2/13/98 KWM			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE Brandon Marion DATE 12/22/97
Typed or Printed Name of General Partner Signing Form BRANDON MARION Daytime Telephone Number 813-298-5912

CR2E003 (6/97)